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June 28, 2007

RECORDATION NO. 26886-B FILED

JUN 28 '07 -11 00 AM

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
395 "E" Street, S.W.
Washington, D.C. 20423-0001

SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of First Amendment to Master Railroad Security Agreement, dated as of June 27, 2007, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Railroad Security Agreement previously filed with the Board under Recordation Number 26886.

The names and addresses of the parties to the enclosed document are:

Bank: MB Financial Bank, N.A.
6111 North River Road
Rosemont, Illinois 60018

Grantors: Residual Based Finance Corporation
ALF P-II, Inc.
ALF P-III, Inc.
70 West Madison Street, Suite 2080
Chicago, Illinois 60602

Mr. Vernon A. Williams
June 28, 2007
Page 2

A description of the railroad equipment covered by the enclosed document is:

14 locomotives: CPDR 3890 - CPDR 3891, CSCD 1001 - CSCD 1002, HESR 3865 - HESR 3868, NECR 3869, OTVR 1463, OTVR 1483 - OTVR 1484 and SJVR 2036 - SJVR 2037.

A short summary of the document to appear in the index is:

Memorandum of First Amendment to Master Railroad Security Agreement.

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Robert W. Alvord", followed by a small mark that looks like "ML".

Robert W. Alvord

RWA/sem
Enclosures

JUN 28 '07 -11 00 AM

**MEMORANDUM OF FIRST AMENDMENT TO MASTER RAILROAD
SECURITY AGREEMENT**

SURFACE TRANSPORTATION BOARD

This Memorandum of First Amendment to Master Railroad Security Agreement is made and entered into as of June 28, 2007 by and among RESIDUAL BASED FINANCE CORPORATION, an Illinois corporation ("Resideo"), ALF P-II, Inc. an Illinois corporation and ALF P-III, Inc. an Illinois corporation (collectively, the "Grantor"), each of which has its chief executive office located at 70 West Madison Street, Suite 2080 Chicago, Illinois 60602 and MB FINANCIAL BANK, N.A., a national banking association (the "Bank"), whose address is 6111 North River Road, Rosemont, Illinois 60018, respecting that Master Railroad Security Agreement dated as of June 28, 2007 entered into between the Grantor and the Bank.

Grantor and Bank hereby affirm and acknowledge that Grantor has agreed to grant the Bank, its successors and assigns, a security interest in certain railroad equipment bearing reporting marks and road numbers as listed on Exhibit A attached hereto.

IN WITNESS WHEREOF, each of the parties hereto, pursuant to due corporate authority, has caused this Memorandum of Master Security Agreement to be duly executed in its corporate name by its officers, thereunto duly authorized, all as of the date first above written.

Grantor:

ALF P-II, INC., an Illinois
corporation

By: [Signature]

Name: _____

Title: _____

STATE OF _____)

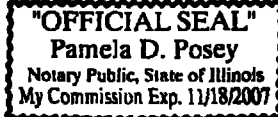
COUNTY OF _____)

SS:

On this 29th of June, 2007, before me personally appeared
Vincent Kalber, to me personally known, who being
duly sworn, stated that he is President of ALF P-II, INC., that
said instrument was signed on behalf of said banking corporation by authority of its board
of directors, and he acknowledged that the execution of the foregoing instrument was the
free act and deed of said corporation.

[Signature]
Notary Public

My Commission Expires



Grantor:

ALF P-III, INC., an Illinois
corporation

By: [Signature]

Name: _____

Title: _____

STATE OF _____)

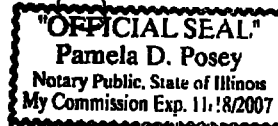
COUNTY OF _____)

SS:

On this 27th of June, 2007, before me personally appeared
Vincent Kalber, to me personally known, who being
duly sworn, stated that he is President of ALF P-III, INC., that
said instrument was signed on behalf of said banking corporation by authority of its board
of directors, and he acknowledged that the execution of the foregoing instrument was the
free act and deed of said corporation.

[Signature]
Notary Public

My Commission Expires



**RESIDUAL BASED FINANCE
CORPORATION, an Illinois
corporation**

By: _____

Name: _____

Title: _____

STATE OF _____)

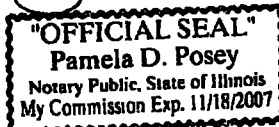
COUNTY OF _____)

SS:

On this 27th of June, 2007, before me personally appeared
Vincent Rolber, to me personally known, who being
duly sworn, stated that he is President of RESIDUAL BASED
FINANCE CORPORATION, that said instrument was signed on behalf of said banking
corporation by authority of its board of directors, and he acknowledged that the execution
of the foregoing instrument was the free act and deed of said corporation.

Pamela D. Posey
Notary Public

My Commission Expires



Agreed and accepted:

Bank:

MB FINANCIAL BANK, N.A., a
national banking association

By:

Maureen Jones
Name: Maureen JONES
Title: First Vice President

STATE OF Illinois)
COUNTY OF COOK) SS:

On this 28th of June, 2007, before me personally appeared Maureen Jones, to me personally known, who being duly sworn, stated that he is 1st Vice President of MB FINANCIAL BANK, N.A., that said instrument was signed on behalf of said banking corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Mirsada Durakovic
Notary Public

My Commission Expires



Exhibit A

Fourteen (14) locomotives as described bearing reporting marks and road numbers as follows:

EMD GP-38	CPDR	3890
EMD GP-38	CPDR	3891
EMD GP-10	CSCD	1001
EMD GP-10	CSCD	1002
EMD GP38-2	HESR	3865
EMD GP38-2	HESR	3866
EMD GP38-2	HESR	3867
EMD GP38-2	HESR	3868
EMD GP-38	NECR	3869
EMD GP-9	OTVR	1463
EMD GP-9	OTVR	1483
EMD GP-9	OTVR	1484
EMD GP-20	SJVR	2036
EMD GP-20	SJVR	2037

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